

CHICAGO AND



TRANSPORTATION COMPANY

JOAN A. SCHRAMM
J.S. EDWARDS
FRANCES L. TURNER
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER

312/454-6535

May 20, 1981

RECORDATION NO. 13012-13
FILED 1425

File No. A-11505

MAY 21 1981 12:40 PM

No 1-141A101

Date MAY 21 1981

Fee \$ 10.00

Ms. Agatha L. Mergenovich INTERSTATE COMMERCE COMMISSION
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D. C.

Re: Security Agreement dated February 1, 1981 between North Western Locomotive Company and Continental Illinois National Bank and Trust Company of Chicago and Consent and Agreement dated February 1, 1981 between Chicago and North Western Transportation Company and Continental Illinois National Bank and Trust Company of Chicago both covering (i) 109 EMD type GP-7 locomotive units, 1,500 HP CNW Nos. 4100 through 4170 inclusive and 4172 through 4209 inclusive and (ii) 10 EMD type GP-9 locomotive units 1,750 HP, CNW Nos. 4550 through 4559 inclusive

Dear Ms. Mergenovich:

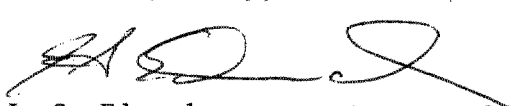
Please refer to the above-mentioned documents assigned recordation numbers 13012 and 13012-A respectively on March 27, 1981 at 10:20 a.m. and 10:25 a.m. respectively, pursuant to Section 11303 (formerly 20c) of the Interstate Commerce Act.

Enclosed for recording are five counterparts of Release whereby Continental Illinois National Bank and Trust Company of Chicago releases any security interests that it may have under the security documents and whereby such documents were terminated.

Please assign recordation number to the Release. Keep one counterpart and return the other four counterparts each showing your recordation data.

Enclosed is a check in the amount of \$10.00 to cover your recording fee.

Yours very truly,


J. S. Edwards
Assistant Secretary

JSE:lc

cc: R. D. Smith
G. R. Charles - P-327
M. H. Shumate
J. D. O'Neill

Theodosia Fitzmorris, Vice President
Continental Illinois National Bank
and Trust Company of Chicago
Cary J. Malkin - Mayer, Brown & Platt
Arthur Andersen & Co.
Attn: G. Holdren

RECEIVED

MAY 21 12 32 PM '81

RECEIVED
OPERATION BR.

Handwritten notes:
D. P. Howard
A. J. Edwards

MAY 21 1981 2 40 PM

RELEASE

INTERSTATE COMMERCE COMMISSION

THIS RELEASE, dated MAY 15, 1981, is among CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (the "Railroad"), NORTH WESTERN LOCOMOTIVE COMPANY (the "Subsidiary") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (the "Bank").

W I T N E S S E T H:

WHEREAS, pursuant to that certain letter agreement, dated as of February 1, 1981 (as amended, the "Agreement"), among the Railroad, the Subsidiary and the Bank, the Subsidiary has incurred indebtedness to the Bank and to secure repayment of such indebtedness the Subsidiary has executed and delivered the Security Agreement (as described in Section 2 hereof) and the Railroad has executed and delivered the Consent (as described in Section 2 hereof; and the Security Agreement and the Consent are herein sometimes collectively called the "Security Documents"); and

WHEREAS, the Subsidiary has agreed to pay in full all indebtedness, liabilities and obligations of the Subsidiary to the Bank under the Agreement and the Security Agreement; and

WHEREAS, the Bank has agreed to the termination of the Agreement upon receipt of payment in full of all indebtedness, liabilities and obligations of the Subsidiary under the Agreement and the Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Receipt. The Bank hereby acknowledges receipt from the Subsidiary of full payment of all indebtedness and interest accrued to the date hereof under the Agreement and under any document or instrument executed and delivered pursuant thereto or in connection therewith. The Bank further acknowledges that no other indebtedness, liabilities or obligations are now due or owing by the Subsidiary to the Bank under the Agreement or under any document or instrument executed and delivered pursuant thereto or in connection therewith.

2. Agreement Termination. The Railroad, the Subsidiary and the Bank hereby acknowledge that the Agreement and the respective obligations of the parties thereto are

hereby terminated effective as of the date hereof and shall no longer be of any force and effect.

3. Security Documents Termination. The Bank hereby releases all liens and security interests that it may have under the Security Documents and the Security Documents are hereby terminated effective as of the date hereof and shall no longer be of any force or effect. In furtherance of the foregoing, the Subsidiary and/or the Railroad may file this Release with the Interstate Commerce Commission to effect the release of the documents described below, which documents cover the items of Equipment described in Schedule I hereto:

<u>Security Documents</u>	<u>ICC Recordation Information</u>
Security Agreement, dated as of February 1, 1981 (the "Security Agreement"), between the Subsidiary and the Bank	Recordation No. 13012, March 27, 1981 at 10:20 A.M.
Consent and Agreement, dated as of February 1, 1981 (the "Consent"), between the Railroad and the Bank	Recordation No. 13012-A, March 27, 1981 at 10:25 A.M.

THIS RELEASE DOES NOT RELEASE ANY LIEN OR SECURITY INTEREST OF THE BANK EXCEPT THOSE OF THE SECURITY DOCUMENTS DESCRIBED ABOVE.

The Bank agrees that it will, upon the request of the Subsidiary or the Railroad, execute and deliver such further instruments or documents as may be reasonably necessary or desirable to accomplish the foregoing release of the Security Documents.

4. Agreement. The Subsidiary and the Railroad hereby release the Bank, and its successors and assigns, from any and all claims which it or they may have, or which may hereafter arise in its or their favor, against the Bank for any failure of the Bank to have exercised reasonable care in the custody and preservation of any of the collateral under the Security Documents.

IN WITNESS WHEREOF, this Release has been duly executed
as of the day and year first above written.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By Theodosia Litzmanis
Its VICE PRESIDENT

ATTEST:

Samuel L Wax
Its BANKING OFFICER

[CORPORATE SEAL]

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

By J M Buttle
Its SENIOR VICE PRESIDENT
FINANCE & ACCOUNTING

ATTEST:

[Signature]
Its Assistant Secretary

[CORPORATE SEAL]

NORTH WESTERN LOCOMOTIVE COMPANY

By J M Buttle
Its VICE PRESIDENT-FINANCE ACCOUNTING

ATTEST:

[Signature]
Its Assistant Secretary

[CORPORATE SEAL]

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 13th day of MAY, 1981, before me personally appeared THEODOSIA S. FITZMORRIS, to me personally known, who being by me duly sworn, says that SHE is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors; and SHE acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Kathryn A. Germon
Notary Public

(SEAL)

My commission expires: 12/28/82

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15th day of MAY, 1981, before me personally appeared J. M. BUTLER, to me personally known, who being by me duly sworn, says that he is Senior Vice President - Finance & ACCOUNTING of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Beverly A. Linton
Notary Public

(SEAL)

My commission expires: 2/18/84

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15TH day of MAY, 1981, before me personally appeared J.M. BUTLER, to me personally known, who being by me duly sworn, says that he is VICE PRESIDENT - Finance & ACCOUNTING of NORTH WESTERN LOCOMOTIVE COMPANY, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Beverly G. Linton
Notary Public

(SEAL)

My commission expires: 2/18/84

SCHEDULE I

DESCRIPTION OF EQUIPMENT

<u>Type of Equipment</u>	<u>Quantity</u>	<u>Identification Numbers</u>	
		<u>New Numbers and Marks</u>	<u>Old Numbers and Marks</u>
General Motors	119	CNW 4100	RI 4425
Corporation Electro		CNW 4101	RI 4426
Motive Division		CNW 4102	RI 4427
Locomotives. All		CNW 4103	RI 4428
such locomotives		CNW 4104	RI 4429
are 1500 h.p.,		CNW 4105	RI 4430
except for those		CNW 4106	RI 4431
marked with an		CNW 4107	RI 4432
asterisk (*),		CNW 4108	RI 4433
which are 1750 h.p.		CNW 4109	RI 4434
		CNW 4110	RI 4435
		CNW 4111	RI 4436
		CNW 4112	RI 4437
		CNW 4113	RI 4438
		CNW 4114	RI 4439
		CNW 4115	RI 4440
		CNW 4116	RI 4441
		CNW 4117	RI 4442
		CNW 4118	RI 4443
		CNW 4119	RI 4444
		CNW 4120	RI 4445
		CNW 4121	RI 4446
		CNW 4122	RI 4447
		CNW 4123	RI 4448
		CNW 4124	RI 4449
		CNW 4125	RI 4450
		CNW 4126	RI 4451
		CNW 4127	RI 4452
		CNW 4128	RI 4453
		CNW 4129	RI 4454
		CNW 4130	RI 4455
		CNW 4131	RI 4456
		CNW 4132	RI 4457
		CNW 4133	RI 4458
		CNW 4134	RI 4459
		CNW 4135	RI 4460

New Numbers
and Marks

Old Numbers
and Marks

CNW 4136	RI 4461
CNW 4137	RI 4462
CNW 4138	RI 4463
CNW 4139	RI 4464
CNW 4140	RI 4465
CNW 4141	RI 4466
CNW 4142	RI 4467
CNW 4143	RI 4468
CNW 4144	RI 4469
CNW 4145	RI 4470
CNW 4146	RI 4471
CNW 4147	RI 4472
CNW 4148	RI 4473
CNW 4149	RI 4474
CNW 4150	RI 4475
CNW 4151	RI 4476
CNW 4152	RI 4477
CNW 4153	RI 4478
CNW 4154	RI 4500
CNW 4155	RI 4501
CNW 4156	RI 4502
CNW 4157	RI 4503
CNW 4158	RI 4504
CNW 4159	RI 4505
CNW 4160	RI 4506
CNW 4161	RI 4507
CNW 4162	RI 4508
CNW 4163	RI 4509
CNW 4164	RI 4510
CNW 4165	RI 4511
CNW 4166	RI 4512
CNW 4167	RI 4513
CNW 4168	RI 4514
CNW 4169	RI 4515
CNW 4170	RI 4516
CNW 4172	RI 4518
CNW 4173	RI 4519
CNW 4174	RI 4520
CNW 4175	RI 4521
CNW 4176	RI 4522
CNW 4177	RI 4523
CNW 4178	RI 4524
CNW 4179	RI 4525
CNW 4180	RI 4526
CNW 4181	RI 4527
CNW 4182	RI 4528

New Numbers
and Marks

Old Numbers
and Marks

CNW 4183	RI 4529
CNW 4184	RI 4530
CNW 4185	RI 4531
CNW 4186	RI 4532
CNW 4187	RI 4533
CNW 4188	RI 4534
CNW 4189	RI 4535
CNW 4190	RI 4536
CNW 4191	RI 4537
CNW 4192	RI 4538
CNW 4193	RI 4539
CNW 4194	RI 4540
CNW 4195	RI 4541
CNW 4196	RI 4542
CNW 4197	RI 4543
CNW 4198	RI 4544
CNW 4199	RI 4545
CNW 4200	RI 4546
CNW 4201	RI 4547
CNW 4202	RI 4548
CNW 4203	RI 4549
CNW 4204	RI 4550
CNW 4205	RI 4551
CNW 4206	RI 4552
CNW 4207	RI 4553
CNW 4208	RI 4554
CNW 4209	RI 4555
CNW 4550 *	RI 4479
CNW 4551 *	RI 4480
CNW 4552 *	RI 4481
CNW 4553 *	RI 4482
CNW 4554 *	RI 4483
CNW 4555 *	RI 4484
CNW 4556 *	RI 4485
CNW 4557 *	RI 4486
CNW 4558 *	RI 4487
CNW 4559 *	RI 4488